

ORIGINAL



BEFORE THE ARIZONA CORPORATION COMMISSION

MARC SPITZER
Chairman

WILLIAM A. MUNDELL
Commissioner

JEFF HATCH-MILLER
Commissioner

MIKE GLEASON
Commissioner

KRISTIN K. MAYES
Commissioner

Arizona Corporation Commission

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AZ CORP COMMISSION
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IN THE MATTER OF THE APPLICATION)
OF CITYNET ARIZONA, LLC FOR A)
CERTIFICATE OF CONVENIENCE AND)
NECESSITY TO PROVIDE FACILITIES-)
BASED AND RESOLD LONG DISTANCE)
AND FACILITIES-BASED AND RESOLD)
LOCAL EXCHANGE SERVICES AND)
PETITION FOR COMPETITIVE)
CLASSIFICATION OF PROPOSED)
SERVICES WITH THE STATE OF ARIZONA)

Docket No: T-04201A-03-0552

**FIRST AMENDMENT TO
APPLICATION**

On August 7, 2003, Citynet Arizona, LLC ("Citynet") filed an application for a Certificate of Convenience and Necessity with the Arizona Corporation Commission ("Commission"). Through this First Amendment to Application, Citynet seeks to revise and supplement certain information set forth in the Application. Attached as Exhibit 1 to this First Amendment are biographies for certain management personnel, which should supplement the prior set of biographies and replace the biographies of Mr. Hoban and Mr. Robinson, both of whom are no longer with Citynet.

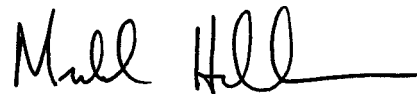
1 Citynet also notes that its response to A-8.2 and A-8.3 should be revised to reflect
2 that Citynet, LLC is owned 30% by James R. J. Martin II and 70% by EIO, LLC, a West
3 Virginia limited liability company.

4 Finally, Citynet intends to operate in Arizona under the dba "NFiNet Arizona" and
5 therefore, revises its response to question A-3 in its Application to reflect this intention.
6 Recently, Citynet Holdings, LLC, the parent company of Citynet Arizona, LLC, entered
7 into an Asset Purchase Agreement with NFiNet Communications, LLC for the sale of
8 certain of Citynet's telecommunication assets in Arizona. Citynet Arizona, LLC continues
9 in its desire to obtain a Certificate of Convenience and Necessity to provide intrastate
10 telecommunication services in Arizona so that it may begin to operate those assets pending
11 the transfer of assets to NFiNet. Following the issuance of a Certificate of Convenience
12 and Necessity to Citynet, it is the intent of the parties that Citynet and NFiNet enter into a
13 management agreement whereby NFiNet will manage the assets under the name NFiNet
14 Arizona until such time as NFiNet obtains its own Certificate of Convenience and
15 Necessity and until such time as the parties receive all necessary approvals for the transfer
16 of the assets.

17 Citynet respectfully requests that the Commission amend Citynet's pending
18 Application to include this revised information.

19
20 RESPECTFULLY SUBMITTED this 22nd day of January, 2004.

21
22 LEWIS AND ROCA LLP

23 

24 Thomas H. Campbell
25 Michael T. Hallam
26 40 N. Central Avenue
Phoenix, Arizona 85004
(602) 262-5723

1 ORIGINAL and thirteen (13) copies of the foregoing
2 filed this 22nd day of January, 2004, with:

3 The Arizona Corporation Commission
4 Utilities Division – Docket Control
5 1200 W. Washington Street
6 Phoenix, Arizona 85007

7 COPY of the foregoing hand-delivered
8 this 22nd day of January, 2004, to:

9 Philip J. Dion, III, Administrative Law Judge
10 Hearing Division
11 Arizona Corporation Commission
12 1200 W. Washington Street
13 Phoenix, Arizona 85007

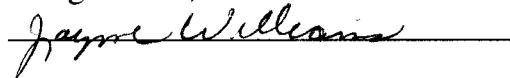
14 Maureen Scott, Esq.
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16 Arizona Corporation Commission
17 1200 W. Washington Street
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19 Ernest Johnson, Director
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COPY of the foregoing mailed
this 22nd day of January, 2004, to:

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EXHIBIT 1

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Barry Hayes, Director of Engineering

Barry Hayes serves as Director of Engineering for Citynet. He has been in the Telecom industry for over 27 years and holds a BS in Communications from Ohio University. He has worked in engineering positions at several large telecom companies including IT&T and Qwest. He also had a key management role in the development and installation of the telecom department at Ohio State University where he ran the engineering group. His experience also includes several years in the CLEC industry with CoreComm where he was responsible for the switch deployment and network design. He is considered an expert in switch translations on Nortel and Lucent switches and also on Nortel International switches.

Steven Gwin, Director of Provisioning and Carrier Relations

Mr. Gwin serves as the Director of Provisioning and Carrier Relations for the Citynet local exchange carrier operation (CNCLEC). He has more than 16 years experience in the telecommunications industry, and as leader of the Citynet network operation team, he is responsible for provisioning and maintaining the company's local telecommunication and internet services. Prior to joining Citynet, Mr. Gwin served as Senior Director of Network Operations for Qwest Communications and he has also held a number of leadership positions with LCI and Qwest.

Louis Baumgartner, Director of Operations

Lou Baumgartner serves as Director of Operations for the Citynet CLEC operation. Mr. Baumgartner has over 35 years experience in the telecommunications industry. His areas of expertise include: engineering and provisioning network operations and managing voice and data networks. Prior to joining Citynet, he served as the Senior Director of Central Office Engineering for Qwest (LCI) and he has worked for Western Electric, Lucent Technologies, American Telephone and Telegraph, and Ameritech Advanced Data Service. As Lead Operations Manager at Ameritech, he coordinated the installation of data networking equipment for Children's Hospital, The State of Ohio, Ohio State University Hospital, Riverside Hospital, Ohio Health, Mt Carmel Hospital, and the City of Findlay. While at Lucent, Lou taught courses in Switch Technology, Facility Transmission, LANs, Switch Multimegabit Data Service, Frame-Relay, ATM, Routers, and Hubs.

Gale Hayes, Planning Engineer/Project Manager

Mr. Hayes began his career writing payroll software and project managing software for a firm that specialized in providing computer programming for state and federal government agencies and banking, legal, and

medical firms. Mr. Hayes entered the telecommunications business in 1987 after leaving The Ohio State University, where he served as the University's Outside Plant Engineer. While at the university, he was instrumental in designing and constructing the University's sonnet fiber networks as well as maintaining the existing copper plant and constructing the cable television network wiring. He worked as a Planning Engineer at ATX/CoreComm and was responsible for the construction of CoreComm's integration collocations into SBC and Verizon territories. He has been responsible for telecommunications projects ranging from the development of two sports arenas, medical facilities, radio and television broadcasting facilities and distance video installations. He holds an Electrical Engineering degree from Shawnee State University.

Eric Alexander, Operations Manager

Mr. Alexander serves as the Operations Manager for Citynet in Columbus, Ohio. He began his career at the Ohio Supercomputer Center as a student in 1990. Upon graduation from The Ohio State University in 1992 he continued his work at the center and remained there until 1995. After leaving the Supercomputer Center, he worked for Qwest, where he was responsible for designing video conferencing systems and voice switch services. Prior to joining Citynet, he served as Operations Manager for Adelphia Business Solutions in Columbus for three years and was part of the team that brought the voice, data and integrated services including a Lucent 5ESS online in early 2003.

Scott C. Lancia, Outside Plant Engineering and Construction

Mr. Lancia is responsible for the engineering and construction of fiber optic facilities for the Citynet CLEC operation. He has over 15 years experience in the telecommunications industry, including 10 years of project related experience that includes construction, project management, engineering, right-of-way, and fiber route design. Mr. Lancia graduated from Ohio University with a Bachelor of Science in Business Administration. His areas of expertise include: design and implementation of SONET ring construction; engineering and construction project management; and budgets analysis. Mr. Lancia was a pivotal participant in the construction of the Central Ohio backbone network for TelCove (f.k.a. Adelphia Business Solutions).